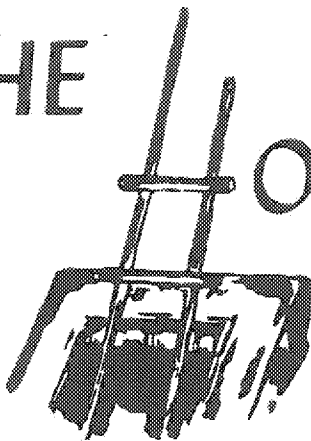


# THE HOPI TRIBE

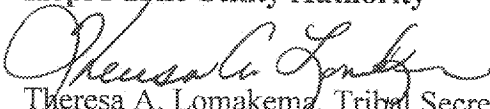


Herman G. Honanie  
CHAIRMAN

Alfred Lomahquahu, Jr.  
VICE-CHAIRMAN

## MEMORANDUM

**TO:** Tim Bodell, Director  
Hopi Public Utility Authority

**FROM:**   
Theresa A. Lomakema, Tribal Secretary  
Hopi Tribal Council

**DATE:** June 8, 2017

**SUBJECT:** CHARTER OF INCORPORATION FOR HOPI UTILITIES  
CORPORATION- A.I. #061-2017 / H-062-2017

The Hopi Tribal Council on June 6, 2017 by motion and majority vote approved the above mentioned Action Item and Resolution.

By passage of this Resolution, the Hopi Tribal Council hereby establishes Hopi Utilities Corporation and approves its Charter of Incorporation in accordance with the Tribe's Constitution and By-Laws, and Ordinance 45.

The Tribal Treasurer and other Tribal officials are hereby authorized to transfer such funds and property as are or are to be dedicated to Reservation water or electric power services or systems to Hopi Utilities Corporation to be used and/or expended as authorized under its Charter of Incorporation.

Resolution H-039-2013 is hereby rescinded and repealed in its entirety.

Should you have any questions, you may contact me at extension 3131.

c: Office of the Chairman  
Office of the Vice Chairman  
Office of the Treasurer  
Office of Financial Management  
Office of Executive Director  
Office General Counsel  
File

HOPI TRIBAL COUNCIL  
RESOLUTION  
H-062-2017

WHEREAS, the Constitution and By-Laws of the Hopi Tribe, ARTICLE VI - POWERS OF THE TRIBAL COUNCIL, SECTION 1 (a), authorizes the Hopi Tribal Council “[t]o represent and speak for the Hopi Tribe in all matters for the welfare of the Tribe, . . .”; and

WHEREAS, on April 9, 2004, the Hopi Tribal Council adopted Resolution H-043-2004, approving the Charter of Incorporation of Hopi Telecommunications, Inc. as a wholly-owned business of the Hopi Tribe, chartered as a Hopi corporation under Hopi Tribal Ordinance 45; and

WHEREAS, Resolution H-043-2004 recognized that it is in the best interest of the Hopi Tribe to create a tribally-owned telecommunications company “to engender economic and social development on the Hopi Reservation and on Hopi lands . . .” and “to provide an effective mechanism to operate and manage telecommunications on the Reservation and elsewhere . . .”; and

WEHREAS, the Hopi Tribal Council has supported the efforts of Hopi Telecommunications through direct loans to the Company as well as loans the Company has received from the Rural Utilities Service; and

WHEREAS, by Resolution H-004-2010, the Hopi Tribal Council reaffirmed its support for the important work that Hopi Telecommunications is doing for the Hopi Tribe, the Hopi Villages and the Hopi people; and

WHEREAS, by Resolution H-060-2013, the Hopi Tribal Council further reaffirmed its commitment to the important purposes and goals of Hopi Telecommunications by

HOPI TRIBAL COUNCIL  
RESOLUTION  
H-062-2017

delegating to it the authority to manage and operate the Hopi Tribe's telecommunications tower facilities; and

WHEREAS, important issues have now arisen for the Hopi Tribe and the Villages concerning water systems and services and electric power systems and services on the Hopi Reservation; and

WHEREAS, these water and power issues can best be addressed through the formation of a tribally-chartered public utility authority to serve the Hopi Reservation; and

WHEREAS, by Resolution H-39-2013, the Hopi Tribal Council authorized the creation of a Public Utility Authority and a separate Public Utility Commission for this purpose; and

WEHREAS, the entities authorized under Resolution H-039-2013 have never been established; and

WHEREAS, it has now been determined that the public utility structure authorized under Resolution H-039-2013 is more complex and more expensive than is necessary to meet the needs of the Hopi Tribe; and

WHEREAS, the creation and operation of Hopi Telecommunications has provided an effective model for the creation of a tribal entity to function as a public utility company for the Hopi Tribe; and

WHEREAS, the most efficient and cost-effective way for the Hopi Tribe to create a tribal public utility authority to address water and power issues is to approve the Charter of Incorporation of Hopi Utilities Corporation, which gives that entity broad

HOPI TRIBAL COUNCIL  
RESOLUTION  
H-062-2017

authority to own, manage and operate water and electric power systems and services on the Hopi Reservation; and

WHEREAS, the Hopi Tribal Council has determined that it is in the best interest of the Hopi Tribe to take such action.

NOW THEREFORE BE IT RESOLVED that Hopi Utilities Corporation is hereby established under the laws, ordinances, and Constitution of the Hopi Tribe in accordance with the Tribe's Constitution and By-Laws, Ordinance 45 and its Charter of Incorporation.

BE IT FURTHER RESOLVED that the attached Charter of Incorporation for Hopi Utilities Corporation is hereby approved.

BE IT FURTHER RESOLVED that the Tribal Treasurer and other Tribal officials are hereby authorized to transfer such funds and property as are or are to be dedicated to Reservation water or electric power services or systems to Hopi utilities Corporation, to be used and/or expended as authorized under its Charter of Incorporation.

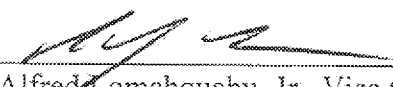
BE IT FURTHER RESOLVED that Resolution H-039-2013 is hereby rescinded and repealed in its entirety.

BE IT FINALLY RESOLVED that the Chairman, or his designee, is hereby authorized to take such further or additional actions as may be necessary to fulfill the intent of this Resolution.

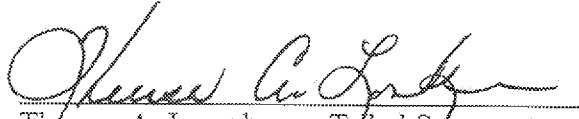
HOPI TRIBAL COUNCIL  
RESOLUTION  
H-062-2017

CERTIFICATION

The Hopi Tribal Council duly adopted the foregoing Resolution on June 6, 2017 at a meeting at which a quorum was present with a vote of 18 in favor, 0 opposed, 0 abstaining (Vice Chairman presiding and not voting) pursuant to the authority vested in the Hopi Tribal Council by ARTICLE VI-POWERS OF THE TRIBAL COUNCIL, SECTION 1 (a) of the Hopi Tribal Constitution and By-Laws of the Hopi Tribe of Arizona, as ratified by the Tribe on October 24, 1936, and approved by the Secretary of Interior on December 19, 1936, pursuant to Section 16 of the Act of June 18, 1934. Said Resolution is effective as of the date of adoption and does not require Secretarial approval.

  
\_\_\_\_\_  
Alfred Lomahquahu, Jr., Vice Chairman  
Hopi Tribal Council

ATTEST:

  
\_\_\_\_\_  
Theresa A. Lomakema, Tribal Secretary  
Hopi Tribal Council

CHARTER OF INCORPORATION  
FOR  
HOPI UTILITIES CORPORATION

## ARTICLE I – CORPORATE IDENTITY, STATUS, & LOCATION

§101 - Name. The official name of the corporation shall be “Hopi Utilities Corporation” and may be referred to as “HUC.”

§102 - Status. HUC is a distinct legal entity wholly owned by the Hopi Tribe organized, incorporated, and granted its corporate powers, privileges, and immunities under the laws of the Hopi Tribe, including Hopi Ordinance 45, as a Tribally-chartered public utility corporation. The Hopi Tribe shall be the sole shareholder of HUC and no other person, individual, or legal entity shall acquire any ownership interest in HUC. The sole shareholder shall act through its Tribal Council in accordance with the Constitution and laws of the Hopi Tribe and no individual member of the Tribal Council or individual member of the Hopi Tribe, or any other person whomsoever, shall be recognized as acting as or on behalf of the sole shareholder.

§103 - Place of Business. The principal place of business and headquarters for HUC shall be on the Hopi Reservation. HUC may conduct incidental and other activities elsewhere as necessary or prudent for business purposes.

§104 - Duration. The period of duration of HUC is perpetual, or until this Charter of Incorporation is revoked or surrendered by the Hopi Tribal Council.

## ARTICLE II - PURPOSE

§201 - Purposes. The purposes of HUC are as follows:

- (a) (1) to construct, operate, provide and maintain electric power systems and services for the Hopi Tribe, and
- (2) to construct, operate, provide and maintain water systems and services for the Hopi Tribe;
- (b) To develop, improve, and manage the electric power and water infrastructure on the Hopi Reservation and the lands of the Hopi Tribe; and
- (c) To improve, promote, and develop businesses and economic opportunities for the Hopi Tribe and its members on or near the Hopi Reservation and the lands of the Hopi Tribe; and
- (d) To enable the Hopi Tribe to develop its resources for the benefit of Tribal members; and
- (e) To provide for the efficient and effective utilization of the resources of the Hopi Tribe in a manner which protects the long-term interests of the Tribe and provides income and opportunities to the Tribe and its members from the utilization of those resources; and

- (f) To provide employment opportunities for the Hopi Tribe and its members on or near the Hopi Reservation and the lands of the Hopi Tribe; and
- (g) To assist the Hopi Tribe in developing its Reservation into an economically viable homeland for present and future generations of Hopi people.

### ARTICLE III - CORPORATE POWERS

§301 - Powers. The Hopi Tribal Council hereby delegates authority to HUC to carry on businesses the Hopi Tribe otherwise could conduct. Consistent with applicable law, and as may be limited by other provisions of this Charter, HUC is expressly authorized and empowered to engage in, carry on, and conduct any lawful business as the Board of Directors may from time to time determine, including, but without limiting the generality of the foregoing, the following:

- (a) To have perpetual existence until terminated by the Hopi Tribal Council.
- (b) To sue on its own behalf, and when expressly authorized by written resolution of the Board, to consent to suit: (i) against HUC in its official name or against its officers, (ii) against any assets of HUC, or (iii) against any insurer or bonding agent or other surety of HUC, in Hopi Tribal Court and subject to such rules and regulations as may be adopted in this Charter of Incorporation and as the Hopi Tribal Council shall otherwise provide by Ordinance or Resolution from time-to-time. This "sue and be sued" clause is not intended nor shall it be construed to be a waiver of the sovereign immunity of the Hopi Tribe or HUC nor shall this authority create any liability on the part of the Tribe for the debts or liabilities of HUC. HUC may by written resolution of its Board, consent to suit in whole or in part in the courts of some other jurisdiction on terms no broader than established in this §301(b).
- (c) To adopt, amend, and repeal such rules, regulations, and corporate by-laws, consistent with Ordinance 45 and this Charter of Incorporation, as HUC deems necessary to accomplish its purposes, including but not limited to employment, financial, procurement, and other policies governing the conduct of HUC business, separate from the policies of the Hopi Tribe.
- (d) To adopt, use, alter, or not use a corporate seal. If adopted and used, the corporate seal or a copy of it may be placed on documents and things. Failure to place a seal on any document shall not affect its validity.
- (e) To acquire, own govern, manage, and operate property by means of lease, contract, purchase, conveyance permit, assignment, license, or otherwise and hold, possess, lease, or rent any or all classes of property, real, personal, mixed, or any interest therein, and construct buildings, structures, or improvements for HUC's purposes; to hold, pledge, mortgage, secure, encumber, maintain, sell, lease, or otherwise dispose of such property or any interest therein; to design, construct, and finance infrastructure, systems, and other improvements of all types upon, across, or under real estate and to provide services in connection



therewith and charges therefore; to engage in and conduct, or authorize others to engage in and conduct, any business or activity incident, necessary, advisable, or advantageous in connection with any of the real and personal properties owned, leased, managed, supervised, or operated by HUC; and, in doing, exercising, or performing any of the foregoing, to do so as a principal, agent, contractor, subcontractor, or employee, on its own account or in association, partnership (general and/or limited partnerships, as a general and/or limited partner), limited liability company, corporation, joint venture, or any other relationship with any Indian tribe, or other person, firm, corporation, partnership, limited liability company, or joint venture, and/or in any other capacity.

- (f) To enter into and perform contracts (including without limitation agreements for management services), execute instruments, incur liabilities, borrow, or lend money at such rates of interest as HUC shall determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage, deed of trust, security agreement, pledge of other encumbrance on all of its property, franchises, and income and determine the character of its expenditures.
- (g) To determine and keep its own system and records of accounts, including the forms and contents of its contracts and other business documents, except as otherwise provided in this Charter of Incorporation or other applicable law.
- (h) To settle and compromise claims against HUC.
- (i) To employ, elect, or appoint officers, agents, or employees of HUC, define their duties, and fix their compensation.
- (j) To invest and reinvest funds and to take and hold real and personal property as security for the payment of funds loaned or invested.
- (k) To employ attorneys, by contract or otherwise, at the sole cost and expense of HUC.
- (l) To adopt, apply for, obtain, register, purchase, lease, or otherwise acquire, to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate, and introduce, and to sell and grant licenses or other rights in respect to, assign or otherwise dispose of, turn to account, or in any manner deal with and contract with reference to: any trademarks, trade names, patents, patent rights, concessions, franchises, designs, copyrights, and distinctive marks, and rights analogous thereto, and inventions, devices, improvements, processes, receipts, formulae, and the like, including such thereof as may be covered by, used in connection with, or secured or received under, letters patent of the United States of America or any other country, state, territory, or locality, domestic or foreign, and any licenses and rights in respect thereto, in connection therewith, or appertaining thereto.

- (m) To engage in, carry on, and conduct any business or business activity of HUC wherever situated, within or without the boundaries of the Hopi Tribe's Reservation, and to have all other powers incidental, necessary, appropriate, or convenient to the carrying on of its business or in the exercise of its specified powers.
- (n) Provided that the Board of Directors shall at all times endeavor to manage and operate HUC with the objective of minimizing expenses and maximizing dividends to the Hopi Tribe as its sole shareholder, and subject to any grants, loans, agreements, laws, or policy stating otherwise, to distribute all revenues of HUC to:
  - (i) defray corporate obligations; and
  - (ii) make dividend payments to the sole shareholder; and
  - (iii) establish and invest in a suitable capital reserve fund.

§302 - Construction of Authority. Powers granted to HUC hereunder shall be broadly construed to accomplish the purposes of this Charter.

§303 - Organization. In carrying out its purposes and exercising its corporate powers, HUC may be organized into such operating departments or divisions as may be determined by the Board of Directors.

#### ARTICLE IV - LIMITATION ON CORPORATE POWERS

§401 - Limitation on Corporate Power of HUC. HUC shall have no power:

- (a) Except as permitted by applicable federal and Hopi law and with the prior approval of the Hopi Tribal Council, to sell, mortgage, or otherwise encumber any trust or restricted lands held by the United States for the benefit of the Hopi Tribe, whether such lands are located within or without the boundaries of the Hopi Tribe's Reservation.
- (b) To lease any lands of the Hopi Tribe for any period of time, whether held in trust status, restricted status, or in fee, without the prior authorization of the Hopi Tribal Council; or to lease any lands of the Hopi Tribe, whether held in trust status, restricted status, or in fee, for a period exceeding twenty-five (25) years unless such longer term is authorized by the laws of the United States.
- (c) Unless expressly authorized by the Hopi Tribal Council by resolution, expressly or impliedly enter agreements on behalf of the Hopi Tribe.
- (d) Other than those assets specifically dedicated to HUC hereunder, to dispose of, pledge or otherwise encumber the assets or credit of the Hopi Tribe.

- (e) Other than that which is specifically dedicated to HUC hereunder, to dispose of, pledge, or otherwise encumber real or personal property of the Hopi Tribe.
- (f) To waive any right, privilege, or immunity of, or release any obligation owed to, the Hopi Tribe.
- (g) To sell or otherwise dispose of all, or substantially all, of HUC's assets, other than in the usual and regular course of its business, without the prior approval of the Hopi Tribal Council.
- (h) To dissolve any enterprise, sub-division, or subsidiary of HUC, without the prior approval of the Hopi Tribal Council.

#### ARTICLE V - IMMUNITY, JURISDICTION

##### §501 - Sovereign Immunity of the Hopi Tribe.

- (a) Nothing in this Charter of Incorporation shall be deemed to waive, or to permit HUC to waive, the sovereign immunity of the Hopi Tribe.
- (b) Any waiver by HUC of its sovereign immunity is not intended to be, nor shall it be construed as, a waiver of the sovereign immunity of the Hopi Tribe, nor shall any such waiver create a liability on the part of the Hopi Tribe for the debts or obligations of HUC.
- (c) Any exercise of HUC's authority to sue or, pursuant to §301(b) of this Charter of Incorporation, consent to be sued, shall not be construed or operate as a consent to suit by or against, or to attachment of assets of, the Hopi Tribe.

##### §502 - Sovereign Immunity of HUC.

- (a) HUC, as a Tribal public utility corporation, and its directors, officers, and employees are hereby entitled to the same privileges and immunities enjoyed by the Hopi Tribe and its officers and employees, including immunity from taxation, regulation, suit in any state, federal, or tribal court, and otherwise, except as limited by Ordinance 45 and this Charter of Incorporation.
- (b) Except as expressly provided in this Charter of Incorporation, no action of HUC shall be deemed or construed to be a waiver of HUC's sovereign immunity, or to be a consent of HUC to the jurisdiction of the United States, of any state, of any other tribe, or of any other person, entity, court, or other tribunal, with regard to the business or affairs of HUC, or to be a consent of HUC to any cause of action, claim, case, or controversy, to the levy of any judgment, lien, or attachment upon any property of HUC, or to be a consent of HUC to suit in respect to any Indian land whether held in trust, restricted, or fee status, or to be a consent of HUC to the alienation, attachment or encumbrance of any such land.

§503 - Taxation. HUC shall have the same immunity from taxation under federal (and where applicable state) and Tribal law as the Hopi Tribe but shall be subject to Hopi Tribal taxes where applicable.

§504 - Jurisdiction. The Hopi Tribal Court shall have jurisdiction over all actions brought by HUC. The Hopi Tribal Court shall also have jurisdiction, unless otherwise indicated, over all actions brought against HUC where it has consented to suit in accordance with §301(b) and has agreed to such jurisdiction.

## ARTICLE VI - BOARD OF DIRECTORS

§601 - Board of Directors. HUC's business affairs shall be managed exclusively by its Board of Directors, which shall consist of not less than five (5) members, nor more than nine (9) members; provided, the foregoing shall not limit or impair the Board of Director's ability to delegate: (1) day to day management responsibility to the officers of HUC, and (2) specific tasks to subcommittees of the Board of Directors. The general policies, guidelines, rules and regulations, business policies, management, and hiring and employment of officers of HUC shall be the responsibility of the Board of Directors. The Hopi Tribe shall have no authority to direct the business affairs of HUC except under and through its status as the sole shareholder of HUC and as otherwise provided in this Charter of Incorporation.

§602 - Qualifications of Directors.

- (a) At least two (2) Directors shall be members of the Hopi Tribe, in accordance with the laws of the Hopi Tribe determining such membership.
- (b) All Directors must be qualified by education and/or experience to bring to the Board the knowledge, skill, leadership, work ethic, and drive necessary to make a meaningful contribution to the overall success of HUC.
- (c) All Directors must pass a mandatory background investigation to determine their suitability for the position.
- (d) A felony conviction, theft-related misdemeanor, or the commission and/or conviction of a crime of violence shall be disqualifying for the position of Director.
- (e) No Director shall be an employee of HUC or its managed enterprises.
- (f) No Director may serve concurrently on the Board of Directors of the Corporation and on the Tribal Council of the Hopi Tribe.

§603 - Initial Board of Directors. The initial Board of Directors of the Corporation shall consist of the following persons, who shall serve until their successors have been duly nominated and appointed, and shall have qualified for and taken office:

<u>NAME:</u>	<u>ADDRESS:</u>
James Underwood	Six E. Aspen Ave. Suite 240, Flagstaff, AZ 86001
Donny Massey	Six E. Aspen Ave. Suite 240, Flagstaff, AZ 86001
Wilfred Moore	Six E. Aspen Ave. Suite 240, Flagstaff, AZ 86001
James "Mickey" McKandles	Six E. Aspen Ave. Suite 240, Flagstaff, AZ 86001
Wilbur Maho	Six E. Aspen Ave. Suite 240, Flagstaff, AZ 86001

§604 - Vacancies. Any vacancy on the Board shall be filled by majority vote of the remaining Directors.

§605 - Duties of Directors.

- (a) The Board of Directors shall manage the general affairs and business of HUC and shall individually and collectively act in the capacity of a fiduciary for the benefit of HUC and its shareholder.
- (b) In all of their dealings in connection with the business of HUC, the Directors, individually and collectively, shall have and exercise a duty of loyalty to HUC, shall exercise their duties and responsibilities in good faith and in a manner reasonable deemed by the Director to be in the best interest of HUC, and shall do all of these things with the skill and care of an ordinary prudent person performing similar duties and responsibilities in a similar position and under similar circumstances.

§606 - Voting. At a meeting of the Board of Directors, each Director shall have one vote.

§607 - Limited Liability of Directors. Directors shall not be liable to HUC or to the Hopi Tribe for money damages for any action taken, or any failure to take any action, as a Director, except liability for: (a) the amount of financial benefit received by a Director to which the Director is not entitled; (b) an intentional infliction of harm on HUC; or (c) intentional conduct prohibited by criminal laws.

## ARTICLE VII - OFFICERS

§701 - General.

- (a) The officers of HUC shall, at minimum, be a Chairman, Vice-Chairman, President, Vice President, Secretary, and Treasurer.
- (b) The Board of Directors may by resolution add additional officer positions at any time and appoint qualified candidates to fill such positions.

§702 - Appointment. All officers of the Corporation shall be appointed by the Board of Directors and shall hold office until removed by the Board of Directors or upon resignation.

#### ARTICLE VIII - BOOKS & RECORDS; FINANCIAL REPORTS

##### §801 - Books & Records.

- (a) HUC shall keep and maintain correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.
- (b) Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.
- (c) HUC shall keep and maintain books, records, and minutes of HUC, in whatever media or format, for a minimum of seven (7) years from the date of their creation.
- (d) The Hopi Tribal Council shall determine and control access to the books, records, and minutes of HUC.

##### §802 - Financial Reports.

- (a) All financial records of HUC are considered the property of the Hopi Tribe in its capacity as sole shareholder.
- (b) In accordance with any auditing standards as the Hopi Tribal Council may from time to time define, HUC, within one hundred twenty (120) days following the close of each fiscal year, shall submit to the sole shareholder an audited financial statement reflecting the financial status of HUC as of the last day of the fiscal year, and which must include all income from whatever sources, including but not limited to federal, state, or private grants, enterprises, profits, and all expenditures of whatever nature.
- (c) The Hopi Tribal Council shall determine and control access to HUC's financial records, however the financial and operating records of HUC shall at all reasonable times be open to inspection by the representative(s) of the sole shareholder designated by Resolution of the Hopi Tribal Council.
- (d) HUC shall maintain its financial records in conformity with generally accepted accounting principles.

##### §803 - Other Reports to Shareholder.

- (a) HUC's Board of Directors shall report in writing, no less frequently than quarterly, to the sole shareholder on the financial and operating condition of HUC, including its assets, liabilities, and operating results.

- (b) The Board shall prepare on an annual basis and submit to the Hopi Tribal Council a written report of its corporate affairs and business during the previous twelve (12) month period and a projection of the business activities HUC expects to undertake over the following twelve (12) month period.

#### ARTICLE IX - DISTRIBUTION OF REVENUES

##### §901 - Profit Declaration and Distribution.

- (a) The Board of Directors shall declare and pay profits in accordance with such revenue allocating Resolutions and Ordinances of the Hopi Tribe as may be enacted by the Hopi Tribal Council and consistent with applicable laws, policies, and obligations of HUC.
- (b) All retained earnings, or other available funds of HUC may be declared and paid as dividends to the sole shareholder whenever, in the Board of Director's opinion and as consistent with HUC's obligations, the condition of HUC's affairs will render it expedient for such dividends to be declared and paid; provided that no distribution may be made if:
  - (i) HUC would not be able to pay its debts and meet its obligations as they become due in the usual course of its business; or
  - (ii) HUC's total assets would be less than the sum of its total liabilities, or
  - (iii) Such distribution would be contrary to HUC's agreements, loans, grants, or other obligations.

#### ARTICLE X - APPLICABLE LAW

§1001 - Compliance. HUC, its directors, officers, employees, agents, and contractors shall comply with applicable laws of the United States and the Hopi Tribe while engaged in business.

§1002 - Choice of Law. HUC, its directors, officers, employees, agents and contractors, and the legal rights and obligations of the same, shall be governed by applicable laws of the United States and the Hopi Tribe.

#### ARTICLE XI - INDEMNIFICATION

§1101 - Indemnification. HUC shall indemnify all of its directors and officers who have served HUC or who have served as a director or officer of another corporation in which HUC owns the majority of stock or of which HUC is a creditor, and their heirs and personal representatives, against all expenses and costs incurred by them or any of them including fees, judgments, and penalties in any legal action brought against any of them by any party other than HUC for or on account of any act or omission alleged to have been committed within the scope of his, her, or their duties as directors or officers of HUC or such other corporation described in this section.

This section shall not be construed to require HUC to indemnify or exonerate a director or officer from liability to HUC.

## ARTICLE XII - MISCELLANEOUS

§1201 - Amendments to the Charter. This Charter of Incorporation may be amended by the Hopi Tribal Council at any time, however, no amendment to this Charter shall impair the validity of legal debts or obligations incurred by HUC prior to the date of amendment.

§1202 - Principal Office Address; Agent for Service of Process. The address of the principal office of HUC shall be located at such locations as designated by the Board of Directors from time to time. The agent of HUC for service of process is the President of HUC at HUC's principal office. Copies of any and all matters served on the President of HUC shall be delivered simultaneously to: (1) the Office of General Counsel, the Hopi Tribe, P.O. Box 123, Kykotsmovi, Arizona 86039, and (2) the Chairman of the Hopi Tribe, P.O. Box 123, Kykotsmovi, Arizona 86039

§1203 - Insurance.

- (a) All appropriate insurance, including comprehensive general liability, physical damage, and workers' compensation insurance, reasonably sufficient to protect the interests of HUC and the Hopi Tribe from all insurable liability and other risks shall be carried on all enterprises, properties, and persons under the jurisdiction or management of HUC, including all employees of HUC, insofar as such insurance is reasonably obtainable.
- (b) HUC shall have the power to obtain and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of HUC, or is or was serving at the request of HUC as a Director, officer, employee, or agent of another corporation, partnership, limited liability company, or other enterprise, against all liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status in such capacity.